

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement
Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Ingram Micro Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01

(Title of Class of Securities)

457153

(CUSIP Number)

Check the following box if a fee is being paid with this statement []

Page 1 of 54 Pages
Exhibit Index on Page 50

CUSIP NO. 457153

13G

Page 2 of 54 Pages

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Martha R. Ingram

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

2,130,819

6. SHARED VOTING POWER

75,455,015

7. SOLE DISPOSITIVE POWER

2,130,819

8. SHARED DISPOSITIVE POWER

75,455,015

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,585,834

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
53.8%

12. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Orrin H. Ingram, II

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,908,275

6. SHARED VOTING POWER

69,286,290

7. SOLE DISPOSITIVE POWER

1,908,275

8. SHARED DISPOSITIVE POWER

69,286,290

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,194,565

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

51.7%

12. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

John R. Ingram

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,884,440

6. SHARED VOTING POWER

51,286,290

7. SOLE DISPOSITIVE POWER

1,884,440

8. SHARED DISPOSITIVE POWER

51,286,290

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,170,730

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

44.4%

12. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

David B. Ingram

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

3,501,024

6. SHARED VOTING POWER

51,286,290

7. SOLE DISPOSITIVE POWER

3,501,024

8. SHARED DISPOSITIVE POWER

51,286,290

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,787,314

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

45.2%

12. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Robin B. Ingram Patton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

380,328

6. SHARED VOTING POWER

51,034,001

7. SOLE DISPOSITIVE POWER

380,328

8. SHARED DISPOSITIVE POWER

51,034,001

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,414,329

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

43.6%

12. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

QTIP Marital Trust Created Under the E. Bronson Ingram
Revocable Trust Agreement Dated January 4, 1995

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

49,099,259

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

49,099,259

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,099,259

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

42.5%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

E. Bronson Ingram 1995 Charitable Remainder 5% Unitrust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

814,817

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

814,817

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

814,817

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Martha and Bronson Ingram Foundation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

252,289

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

252,289

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,289

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

E. Bronson Ingram 1994 Charitable Lead Annuity Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,934,742

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

1,934,742

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,934,742

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.8%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Ingram Charitable Fund, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

18,000,000

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

18,000,000

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,000,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

21.3%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Orrin Henry Ingram, II, Under Agreement with
E. Bronson Ingram Dated October 27, 1967

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

345,868

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

345,868

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

345,868

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Orrin Henry Ingram, II, Under Agreement with
E. Bronson Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

942,175

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

942,175

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

942,175

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Orrin Henry Ingram, II, Under Agreement with
Hortense B. Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

75,916

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

75,916

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,916

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The Orrin H. Ingram Irrevocable Trust Dated July 9,
1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

71,007

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

71,007

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,007

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of Orrin H. Ingram
Established by Martha R. Rivers Under Agreement of
Trust Originally Dated April 30, 1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

6,892

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

6,892

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for John Rivers Ingram, Under Agreement with
E. Bronson Ingram Dated October 27, 1967

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

347,387

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

347,387

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

347,387

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for John Rivers Ingram, Under Agreement with
E. Bronson Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

926,365

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

926,365

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

926,365

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for John Rivers Ingram, Under Agreement with
Hortense B. Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

75,916

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

75,916

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,916

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The John R. Ingram Irrevocable Trust Dated July 9,
1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

71,007

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

71,007

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,007

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of John R. Ingram
Established by Martha R. Rivers Under Agreement of
Trust Originally Dated April 30, 1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

6,892

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

6,892

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The John and Stephanie Ingram Family 1996
Generation Skipping Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

31,497

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

31,497

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,497

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for David B. Ingram, Under Agreement with E.
Bronson Ingram Dated October 27, 1967

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

652,313

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

652,313

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

652,313

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for David B. Ingram, Under Agreement with E.
Bronson Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,739,921

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

1,739,921

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,739,921

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.5%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for David B. Ingram, Under Agreement with
Hortense B. Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

142,586

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

142,586

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

142,586

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The David B. Ingram Irrevocable Trust Dated July
9, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

133,365

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

133,365

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

133,365

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of David B. Ingram
Established by Martha R. Rivers Under Agreement of
Trust Originally Dated April 30, 1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

12,945

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

12,945

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,945

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

David and Sarah Ingram Family 1996 Generation
Skipping Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

59,157

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

59,157

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

59,157

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Robin Bigelow Ingram, Under Agreement
with E. Bronson Ingram Dated October 27, 1967

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

926,365

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

926,365

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

926,365

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Robin Bigelow Ingram, Under Agreement
with E. Bronson Ingram Dated June 14, 1968

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

1,852,729

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

1,852,729

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,852,729

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.7%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for Robin Bigelow Ingram, Under Agreement
with Hortense B. Ingram Dated December 22, 1975

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

75,926

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

75,926

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,926

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

The Robin Ingram Patton Irrevocable Trust Dated
July 9, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

71,007

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

71,007

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,007

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

Trust for the Benefit of Robin B. Ingram
Established by Martha R. Rivers Under Agreement of
Trust Originally Dated April 30, 1982, as Amended

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Carolina

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

6,892

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

6,892

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,892

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO.

SunTrust Bank, Atlanta

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5. SOLE VOTING POWER

535,606

6. SHARED VOTING POWER

8,084,009

7. SOLE DISPOSITIVE POWER

535,606

8. SHARED DISPOSITIVE POWER

8,084,009

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,619,615

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5%

12. TYPE OF REPORTING PERSON

BK

Item 1(a). Name of Issuer:

Ingram Micro Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

1600 E. St. Andrew Place
Santa Ana, CA 92705

Item 2(a). Name of Persons Filing:

Martha R. Ingram

Orrin H. Ingram, II

John R. Ingram

David B. Ingram

Robin B. Ingram Patton

QTIP Marital Trust Created Under the E. Bronson Ingram Revocable Trust Agreement Dated January 4, 1995 ("QTIP Trust")

E. Bronson Ingram 1995 Charitable Remainder 5% Unitrust ("Charitable Remainder")

Martha and Bronson Ingram Foundation ("Foundation")

E. Bronson Ingram 1994 Charitable Lead Annuity Trust ("Charitable Lead")

Ingram Charitable Fund, Inc. ("Charitable Fund")

Trust for Orrin Henry Ingram, II, Under Agreement with E. Bronson Ingram Dated October 27, 1967 ("OHI '67 Trust")

Trust for Orrin Henry Ingram, II, Under Agreement with E. Bronson Ingram Dated June 14, 1968 ("OHI '68 Trust")

Trust for Orrin Henry Ingram, II, Under Agreement with Hortense B. Ingram Dated December 22, 1975 ("OHI '75 Trust")

The Orrin H. Ingram Irrevocable Trust Dated July 9, 1992 ("OHI '92 Trust")

Trust for the Benefit of Orrin H. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended ("OHI '82 Trust")

Trust for John Rivers Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967 ("JRI '67 Trust")

Trust for John Rivers Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968 ("JRI '68 Trust")

Trust for John Rivers Ingram, Under Agreement with Hortense B. Ingram Dated December 22, 1975 ("JRI '75 Trust")

The John R. Ingram Irrevocable Trust Dated July 9, 1992 ("JRI '92 Trust")

Trust for the Benefit of John R. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended ("JRI '82 Trust")

The John and Stephanie Ingram Family 1996 Generation Skipping Trust ("JRI Family Trust")

Trust for David B. Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967 ("DBI '67 Trust")

Trust for David B. Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968 ("DBI '68 Trust")

Trust for David B. Ingram, Under Agreement with Hortense E. Ingram Dated December 22, 1975 ("DBI '75 Trust")

The David B. Ingram Irrevocable Trust Dated July 9, 1992 ("DBI '92 Trust")

Trust for the Benefit of David B. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended ("DBI '82 Trust")

David and Sarah Ingram Family 1996 Generation Skipping Trust ("DBI Family Trust")

Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967 ("RBI '67 Trust")

Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968 ("RBI '68 Trust")

Trust for Robin Bigelow Ingram, Under Agreement with Hortense B. Ingram Dated December 22, 1975 ("RBI '75 Trust")

The Robin Ingram Patton Irrevocable Trust Dated July 9, 1992 ("RBI '92 Trust")

Trust for the Benefit of Robin B. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended ("RBI '82 Trust")

SunTrust Bank, Atlanta ("SunTrust")

In accordance with Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information contained herein concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The business address of each of Martha R. Ingram, Orrin H. Ingram and John R. Ingram, II is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The business address of David B. Ingram is c/o Ingram Entertainment Inc., 2 Ingram Boulevard, La Vergne, TN 37089.

The address of Robin B. Ingram Patton is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of QTIP Trust, Foundation and Charitable Lead is c/o Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of Charitable Remainder is c/o Martha R. Ingram, Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of the Charitable Fund is c/o Martha R. Ingram, Ingram Industries Inc., One Belle Meade Place, 4400 Harding Road, Nashville, TN 37205.

The address of each of OHI '67 Trust, OHI '68 Trust, OHI '75 Trust, JRI '67 Trust, JRI '68 Trust, JRI '75 Trust, DBI '67 Trust, DBI '68 Trust, DBI '75 Trust, RBI '67 Trust, RBI '68 Trust and RBI '75 Trust is c/o SunTrust Bank, Atlanta, Attn: Thomas A. Shanks, Jr., Trust Company Tower, 25 Park Place, 2nd Floor, Atlanta, GA 30303.

The address of each of OHI '92 Trust, OHI '82 Trust, JRI '92 Trust, JRI '82 Trust, DBI '92 Trust, DBI '82 Trust, RBI '92 Trust, RBI '82 Trust and JRI Family Trust is c/o William S. Jones, Ingram Industries Inc., 4400 Harding Road, Nashville, TN 37205

The address of DBI Family Trust is c/o Thomas H. Lunn, Ingram Entertainment Inc., 2 Ingram Boulevard, La Vergne, TN 37089.

The address of SunTrust is Trust Company Tower, 25 Park Place, NE, Atlanta, GA 30303

Item 2(c). Citizenship:

Each of the persons filing this statement is a United States citizen, a corporation or limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States.

Item 2(d). Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

457153

Item 3. Type of Reporting Person:

N/A

Item 4. Ownership:

(a), (b) and (c)

The entities named in Exhibit 1 (excluding SunTrust) (the "Shareholders") and the Company entered into a Board Representation Agreement (the "Agreement") dated as of November 6, 1996. Except as described in footnotes (10) and (11) below, all of the shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), and Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), covered by this statement are subject to the Agreement, which requires (i) the Shareholders to vote for certain directors of the Company and (ii) a majority of the Shareholders to approve certain corporate transactions. The parties to the Agreement (other than the Company) and

certain trustees of certain Shareholders are filing this Schedule 13G jointly. The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table below. Based on information provided by the Company, as of December 31, 1998, there were outstanding 66,520,715 shares of Class A Common Stock and 75,454,672 shares of Class B Common Stock. Each share of Class A Common Stock entitles the holder to one vote on each matter submitted to a vote of the Company's stockholders, including the election of directors, and each share of Class B Common Stock entitles the holder to ten votes on each such matter. Except as required by applicable law, holders of the Class A Common Stock and Class B Common Stock vote together as a single class on all matters submitted to a vote of the stockholders of the Company. The table below indicates the beneficial ownership of Class A Common Stock as of December 31, 1998 of the persons filing this statement. Pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, certain securities convertible into, or exchangeable for, shares of Class A Common Stock, may be deemed to be shares of Class A Common Stock for purposes of determining beneficial ownership. See footnote (2) below. Also indicated is the percentage of Common Equity (as defined below) owned by each of the persons filing this statement. All shares are Class B Common Stock, except as noted:

	Beneficial Ownership at 12/31/98(1)(2)	% Class A Common Stock at 12/31/98(2)	% Common Equity at 12/31/98(3)
Martha R. Ingram	77,585,834(4)(5)	53.8%	54.6%
Orrin H. Ingram, II	71,194,565(5)(6)	51.7%	50.1%
John R. Ingram	53,170,730(5)(7)	44.4%	37.4%
David B. Ingram	54,787,314(5)(8)	42.5%	38.6%

=====			
	Beneficial Ownership at 12/31/98(1)(2)	% Class A Common Stock at 12/31/98(2)	% Common Equity at 12/31/98(3)

Robin B. Ingram Patton	51,414,329(5)(9)	43.6%	36.2%

QTIP Trust	49,099,259	42.5%	34.6%

Charitable Remainder	814,817	1.2%	0.6%

Foundation	252,289	0.4%	0.2%

Charitable Lead	1,934,742	2.8%	1.4%

Charitable Fund	18,000,000	21.3%	12.7%

OHI '67 Trust	345,868	0.5%	0.2%

OHI '68 Trust	942,175	1.4%	0.7%

OHI '75 Trust	75,916	0.1%	0.1%

OHI '92 Trust	71,007	0.1%	0.1%

OHI '82 Trust	6,892	0.0%	0.0%

JRI '67 Trust	347,387	0.5%	0.2%

JRI '68 Trust	926,365	1.4%	0.7%

JRI '75 Trust	75,916	0.1%	0.1%

JRI '92 Trust	71,007	0.1%	0.1%

JRI '82 Trust	6,892	0.0%	0.0%

JRI Family Trust	31,497	0.0%	0.0%

DBI '67 Trust	652,313	1.0%	0.5%

DBI '68 Trust	1,739,921	2.5%	1.2%

DBI '75 Trust	142,586	0.2%	0.1%

	Beneficial Ownership at 12/31/98(1)(2)	% Class A Common Stock at 12/31/98(2)	% Common Equity at 12/31/98(3)
DBI '92 Trust	133,365	0.2%	0.1%
DBI '82 Trust	12,945	0.0%	0.0%
DBI Family Trust	59,157	0.1%	0.0%
RBI '67 Trust	926,365	1.4%	0.7%
RBI '68 Trust	1,852,729	2.7%	1.3%
RBI '75 Trust	75,926	0.1%	0.1%
RBI '92 Trust	71,007	0.1%	0.1%
RBI '82 Trust	6,892	0.0%	0.0%
SunTrust	8,619,615 (10)	11.5%	6.1%

- (1) Each person has sole voting and dispositive power with respect to the shares shown as beneficially owned, except as indicated below.
- (2) Pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as used in this table, "beneficial ownership" means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is deemed as of any date to have "beneficial ownership" of any security that such person has a right to acquire within 60 days after such date. For purposes of calculating the ownership percentage of any person named above, any securities that any person other than such person has the right to acquire within 60 days of such date are not deemed to be outstanding.
- (3) "Common Equity" means the Class A Common Stock and the Class B Common Stock. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock.

- (4) Includes 1,316,002 shares held by Martha R. Ingram. Also includes the shares held by Charitable Remainder, with respect to which Martha R. Ingram acts as trustee. Also includes the shares held by QTIP Trust, Foundation, Charitable Fund, OHI '67 Trust, OHI '68 Trust, OHI '75 Trust, JRI '67 Trust, JRI '68 Trust, JRI '75 Trust, DBI '67 Trust, DBI '68 Trust, DBI '75 Trust, RBI '67 Trust, RBI '68 Trust and RBI '75 Trust, with respect to which Martha R. Ingram acts as a trustee and shares voting and dispositive power.
- (5) Excludes 231,000 shares of Class A Common Stock held by Ingram Industries Inc. ("Ingram Industries"). Each of Martha R. Ingram, Orrin H. Ingram, II, John R. Ingram, David B. Ingram and Robin B. Ingram Patton are principal stockholders of Ingram Industries, and may be deemed to be beneficial owners of the shares held by Ingram Industries.
- (6) Includes 1,871,380 shares of Class B Common Stock, 22,022 shares of Class A Common Stock and options exercisable for 14,873 shares of Class A Common Stock held by Orrin H. Ingram, II. Also includes the shares held by QTIP Trust, Foundation, Charitable Lead and Charitable Fund, with respect to which Orrin H. Ingram, II acts as a trustee and shares voting and dispositive power.
- (7) Includes 1,863,438 shares of Class B Common Stock and options exercisable for 21,002 shares of Class A Common Stock held by John R. Ingram. Also includes the shares held by QTIP Trust, Foundation and Charitable Lead, with respect to which John R. Ingram acts as a trustee and shares voting and dispositive power.
- (8) Includes 3,482,713 shares of Class B Common Stock and options exercisable for 18,311 shares of Class A Common Stock held by David B. Ingram. Also includes the shares held by QTIP Trust, Foundation and Charitable Lead, with respect to which David B. Ingram acts as a trustee and shares voting and dispositive power. Excludes 2,901 shares of Class A Common Stock held by Ingram Entertainment Inc. David B. Ingram is a principal stockholder of Ingram Entertainment Inc., and may be deemed to be the beneficial owner of the shares held by Ingram Entertainment Inc.
- (9) Includes 380,328 shares of Class B Common Stock held by Robin B. Ingram Patton. Also includes the shares held by QTIP Trust and

Charitable Lead, with respect to which Robin B. Ingram Patton acts as a trustee and shares voting and dispositive power.

- (10) Includes the shares held by OHI '67 Trust, OHI '68 Trust, OHI '75 Trust, OHI '82 Trust, OHI '92 Trust, JRI '67 Trust, JRI '68 Trust, JRI '75 Trust, JRI '82 Trust, JRI '92 Trust, DBI '67 Trust, DBI '68 Trust, DBI '75 Trust, DBI '82 Trust, DBI '92 Trust, RBI '67 Trust, RBI '68 Trust, RBI '75 Trust, RBI '82 Trust and RBI '92 Trust, with respect to which SunTrust, Atlanta acts as a trustee and shares voting and dispositive power. Also includes 45,487 shares of Class A Common Stock held in accounts for customers of SunTrust Banks, Inc. and its affiliates including SunTrust, Atlanta. SunTrust Banks, Inc. and its affiliates had sole voting and dispositive power with respect to 40,987 of these shares, and shared voting and dispositive power with respect to 4,500 of these shares. SunTrust Banks, Inc. and its affiliates held an additional 9,849 shares of Class A Common Stock, which are not reported in the table above, in non-discretionary accounts. SunTrust Banks, Inc. and each of its affiliates disclaim any beneficial interest in all shares of Common Equity it holds. After the close of business on December 31, 1998, SunTrust Banks, Inc. entered into a business combination with Crestar Financial Corporation. As of December 31, 1998, Crestar Financial Corporation and its affiliates held 49,400 shares of Class A Common Stock in non-discretionary accounts.

Item 5. Ownership of Five Percent or Less of a Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

N/A

Item 8. Identification and Classification of Members of the Group:

See Exhibit 1

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certification:

N/A

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 9, 1999

LILY YAN AREVALO

For each of:

Martha R. Ingram

Orrin H. Ingram, II

John R. Ingram

David B. Ingram

Robin B. Ingram Patton

Martha R. Ingram, Orrin H. Ingram, II,
John R. Ingram, David B. Ingram and
Robin B. Ingram Patton as
co-trustees for the QTIP MARITAL
TRUST CREATED UNDER THE E. BRONSON
INGRAM REVOCABLE TRUST AGREEMENT
DATED JANUARY 4, 1995

Martha R. Ingram as trustee for the
E. BRONSON INGRAM 1995 CHARITABLE
REMAINDER 5% UNITRUST

Orrin H. Ingram, John R. Ingram,
David B. Ingram and Robin B. Ingram

co-trustees for the MARTHA AND BRONSON
INGRAM FOUNDATION

Orrin H. Ingram, John R. Ingram,
David B. Ingram and Robin B. Ingram
Patton as co-trustees for the E.
BRONSON INGRAM 1994 CHARITABLE LEAD
ANNUITY TRUST

Martha R. Ingram and Orrin H. Ingram
as co-trustees for the INGRAM
CHARITABLE FUND, INC.

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR ORRIN HENRY INGRAM, II, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED OCTOBER 27, 1967

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR ORRIN HENRY INGRAM, II, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED JUNE 14, 1968

SunTrust Bank, Atlanta as trustee
for the TRUST FOR ORRIN HENRY
INGRAM, II, UNDER AGREEMENT WITH
HORTENSE B. INGRAM DATED DECEMBER
22, 1975

SunTrust Bank, Atlanta as trustee
for THE ORRIN H. INGRAM IRREVOCABLE
TRUST DATED JULY 9, 1992

SunTrust Bank, Atlanta as trustee
for the TRUST FOR THE BENEFIT OF
ORRIN H. INGRAM ESTABLISHED BY
MARTHA R. RIVERS UNDER AGREEMENT OF
TRUST ORIGINALLY DATED APRIL 30,
1982, AS AMENDED

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR JOHN RIVERS INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED OCTOBER 27, 1967

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR JOHN RIVERS INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED JUNE 14, 1968

SunTrust Bank, Atlanta as trustee
for the TRUST FOR JOHN RIVERS
INGRAM, UNDER AGREEMENT WITH
HORTENSE B. INGRAM DATED DECEMBER
22, 1975

SunTrust Bank, Atlanta as co-trustee
for THE JOHN R. INGRAM IRREVOCABLE
TRUST DATED JULY 9, 1992

SunTrust Bank, Atlanta as co-trustee
of the TRUST FOR THE BENEFIT OF JOHN
R. INGRAM ESTABLISHED BY MARTHA R.
RIVERS UNDER AGREEMENT OF TRUST
ORIGINALLY DATED APRIL 30, 1982, AS
AMENDED

William S. Jones, as trustee for THE
JOHN AND STEPHANIE INGRAM FAMILY
1996 GENERATION SKIPPING TRUST

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR DAVID B. INGRAM, UNDER AGREEMENT
WITH E. BRONSON INGRAM DATED OCTOBER
27, 1967

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR DAVID B. INGRAM, UNDER AGREEMENT
WITH E. BRONSON DATED JUNE 14, 1968

SunTrust Bank, Atlanta as trustee
for the TRUST FOR DAVID B. INGRAM,
UNDER AGREEMENT WITH HORTENSE B.
INGRAM DATED DECEMBER 22, 1975

SunTrust Bank, Atlanta as trustee
for THE DAVID B. INGRAM IRREVOCABLE
TRUST DATED JULY 9, 1992

SunTrust Bank, Atlanta as co-trustee
for the TRUST FOR THE BENEFIT OF
DAVID B. INGRAM ESTABLISHED BY
MARTHA R. RIVERS UNDER AGREEMENT OF
TRUST ORIGINALLY DATED APRIL 30,
1982, AS AMENDED

Thomas H. Lunn, as trustee for the
DAVID AND SARAH INGRAM FAMILY 1996
GENERATION SKIPPING TRUST

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR ROBIN BIGELOW INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED OCTOBER 27, 1967

SunTrust Bank, Atlanta and Martha R.
Ingram as co-trustees for the TRUST
FOR ROBIN BIGELOW INGRAM, UNDER
AGREEMENT WITH E. BRONSON INGRAM
DATED JUNE 14, 1968

SunTrust Bank, Atlanta as trustee
for the TRUST FOR ROBIN BIGELOW
INGRAM, UNDER AGREEMENT WITH
HORTENSE B. INGRAM DATED DECEMBER
22, 1975

SunTrust Bank, Atlanta as co-trustee
for THE ROBIN INGRAM PATTON
IRREVOCABLE TRUST DATED JULY 9, 1992

SunTrust Bank, Atlanta as co-trustee
for the TRUST FOR THE BENEFIT OF
ROBIN B. INGRAM ESTABLISHED BY
MARTHA R. RIVERS UNDER AGREEMENT OF
TRUST ORIGINALLY DATED APRIL 30,
1982, AS AMENDED

SUNTRUST BANK, ATLANTA

/s/Lily Yan Arevalo/s/

Name: Lily Yan Arevalo
Title: Attorney-in-Fact

Exhibit Index

Exhibit		Page
- - - - -		-----
1.	Names of Reporting Persons	51
2.	Power of Attorney for Ingram Charitable Fund, Inc.	53
3.	Power of Attorney for all other filers (incorporated by reference to Exhibit 2 to Schedule 13G Amendment No. 1 filed on February 17, 1998)	

Names of Reporting Persons

1. Martha R. Ingram
2. Orrin H. Ingram, II
3. John R. Ingram
4. David B. Ingram
5. Robin B. Ingram Patton
6. QTIP Marital Trust Created Under the E. Bronson Ingram Revocable Trust Agreement Dated January 4, 1995
7. E. Bronson Ingram 1995 Charitable Remainder 5% Unitrust
8. Martha and Bronson Ingram Foundation
9. E. Bronson Ingram 1994 Charitable Lead Annuity Trust
10. Ingram Charitable Fund, Inc.
11. Trust for Orrin Henry Ingram, II, Under Agreement with E. Bronson Ingram Dated October 27, 1967
12. Trust for Orrin Henry Ingram, II, Under Agreement with E. Bronson Ingram Dated June 14, 1968
13. Trust for Orrin Henry Ingram, II, Under Agreement with Hortense B. Ingram Dated December 22, 1975
14. The Orrin H. Ingram Irrevocable Trust Dated July 9, 1992
15. Trust for The Benefit Of Orrin H. Ingram Established by Martha R. Rivers Under Agreement Of Trust Originally Dated April 30, 1982, as Amended
16. Trust for John Rivers Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967
17. Trust for John Rivers Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968

18. Trust for John Rivers Ingram, Under Agreement with Hortense B. Ingram Dated December 22, 1975
19. The John R. Ingram Irrevocable Trust Dated July 9, 1992
20. Trust for the Benefit of John R. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended
21. The John and Stephanie Ingram Family 1996 Generation Skipping Trust
22. Trust for David B. Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967
23. Trust for David B. Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968
24. Trust for David B. Ingram, Under Agreement with Hortense B. Ingram Dated December 22, 1975
25. The David B. Ingram Irrevocable Trust Dated July 9, 1992
26. Trust for the Benefit of David B. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended.
27. David and Sarah Ingram Family 1996 Generation Skipping Trust

28. Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson Ingram Dated October 27, 1967
29. Trust for Robin Bigelow Ingram, Under Agreement with E. Bronson Ingram Dated June 14, 1968
30. Trust for Robin Bigelow Ingram, Under Agreement with Hortense B. Ingram Dated December 22, 1975
31. The Robin Ingram Patton Irrevocable Trust Dated July 9, 1992
32. Trust for the Benefit of Robin B. Ingram Established by Martha R. Rivers Under Agreement of Trust Originally Dated April 30, 1982, as Amended
33. SunTrust Bank, Atlanta

POWER OF ATTORNEY

Know all men by these presents, that the undersigned hereby constitute and appoint each of Lily Yan Arevalo and James E. Anderson, Jr., signing singly, the undersigned's true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of stock of Ingram Micro Inc. (the "Company"), any Schedule 13G or Schedule 13D, or any amendment thereto (collectively, the "Schedules"), in accordance with the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules and timely file such Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

By execution of this Power of Attorney, the undersigned hereby revoke any previous Power of Attorney executed in favor of any other entity or entities, person or persons for the purposes described herein.

IN WITNESS WHEREOF, the undersigned have each caused this Power of Attorney to be executed as of the 9th day of February, 1999.

SIGNATURE

INGRAM CHARITABLE FUND, INC.

By: Martha R. Ingram and
Orrin H. Ingram as Co-
Trustees

By: /s/Martha R. Ingram/s/

Martha R. Ingram
Co-Trustee

By: /s/ Orrin H. Ingram /s/

Orrin H. Ingram
Co-Trustee